Fill in this information to identify the case:		
Debtor name AllHere Education, Inc.		
United States Bankruptcy Court for the: DISTRICT OF DELAWARE		
Case number (if known) 24-11841		Check if this is an amended filing
Official Form 207 Statement of Financial Affairs for Non-Individ		
The debtor must answer every question. If more space is needed, attach write the debtor's name and case number (if known).	a separate sheet to this form. On the top o	of any additional pages,
Part 1: Income		
1. Gross revenue from business		
None.		
Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year	Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date: From 1/01/2024 to Filing Date	Operating a business Other	\$587,447.00
For prior year: From 1/01/2023 to 12/31/2023	Operating a business Other	\$2,403,221.00
For year before that: From 1/01/2022 to 12/31/2022	Operating a business Other	\$131,384.00
Non-business revenue     Include revenue regardless of whether that revenue is taxable. Non-busine and royalties. List each source and the gross revenue for each separately.		oney collected from lawsuits,
None.		
	Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
Part 2: List Certain Transfers Made Before Filing for Bankruptcy		
3 Certain payments or transfers to creditors within 90 days before filing	this case	

List payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

Debtor AllHere Education, Inc. Case number (if known) 24-11841

□ N	one.			
Cred	itor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer Check all that apply
3.1.	Brex 650 S 500 W Suite 209 Salt Lake City, UT 84101	6/3/2024	\$68,516.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other_
3.2.	Exbo Group 305 7th Avenue Suite 1901 New York, NY 10001	6/11/2024 5/8/2024 8/9/2024	\$24,841.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other_
3.3.	ABC Educational Consulting Group 10572 Regatta Ridge Rd. Boynton Beach, FL 33473	6/11/2024	\$21,718.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other_
3.4.	Amazon Web Services 410 Terry Ave. N Seattle, WA 98109	4/24/2024	\$12,375.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other
3.5.	Carbide Security 92 Hillcrest Drive SYdney, NS Canada B1R1V2	5/2/2024 6/10/2024	\$31,000.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other_
3.6.	Gunderson Dettmer 550 Allerton St. Redwood City, CA 94063	5/2/2024	\$8,520.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other_
3.7.	BCBS Florida 1501 North Plano Road Suite 100 Lockbox 660299 Richardson, TX 75081	6/1/2024 7/23/2024 8/8/2024	\$17,544.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other
3.8.	Twilio 375 Beale Street, Suite 200 San Francisco, CA 94105	5/8/2024	\$9,357.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other

Debtor AllHere Education, Inc. Case number (if known) 24-11841

Creditor's Name and Address		Dates Total amount of value		Reasons for payment or transfer Check all that apply		
3.9.	Los Angeles United School District 333 South Beaudry Avenue Los Angeles, CA 90017	5/20/2024	\$20,222.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other_		
3.10	Burbank Printing 3131 W. Burbank Boulevard Burbank, CA 91505	5/20/2024	\$10,138.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other_		
3.11	Disney Destinations PO Box 733100 Dallas, TX 75373	6/5/2024	\$15,642.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other_		
3.12	Harbinger Systems Private Limited 139 Siddhant, Survey No 97/6 Off Paud Ro Kothrud Pune, KY 41103-8000	5/23/2024	\$11,592.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other_		
3.13	Animated Intelligences 2800 Neilson Way, 1616 Santa Monica, CA 90405	6/11/2024	\$18,500.00	Secured debt Unsecured loan repayments Suppliers or vendors Services Other_		

Debtor AllHere Education, Inc. Case number (if known) 24-11841

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

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	der's name and address	Dates	Total amount of value	Reasons for payment or transfer
Rela	Joanna Smith 4516 Olde Stream Court Raleigh, NC 27612 Former CEO, Founder	6/10/2024, 4/29/2024, 5/3/2024, 4/29/24, 4/19/24, 4/17/24, 4/10/24, 4/5/24, 3/27/24, 3/25/24, 3/15/24, 2/20/24, 2/12/24, 1/25/24, 1/25/24, 1/25/24, 1/25/24, 1/25/24, 1/25/24, 1/25/24, 1/25/24, 1/25/23, 12/11/23, 12/11/23, 12/11/23, 12/11/23, 12/11/23, 11/16/23,	\$243,464.00	Expense reimbursement
4.2.	EDSolutions 301 W. 118th Street PH1D New York, NY 10026 Ed Solutions CEO is Board Director, Jeff Livingston	5/22/2024	\$30,000.00	Services
4.3.	Jackson-Price Consulting Services 47 W Polk Unit 184 Chicago, IL 60605 Janice Jackson - Board Director	5/2/2024	\$10,000.00	Services

## 5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

Case 24-11841-LSS Doc 3-1 Filed 08/13/24 Page 5 of 13 Debtor AllHere Education, Inc. Case number (if known) 24-11841 None Creditor's name and address **Describe of the Property** Date Value of property Setoffs List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt None Creditor's name and address Description of the action creditor took Date action was Amount taken Part 3: Legal Actions or Assignments 7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case. None. Case title Nature of case Court or agency's name and Status of case Case number address 8. Assignments and receivership List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case. None None Part 4: Certain Gifts and Charitable Contributions List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000 None None Recipient's name and address Description of the gifts or contributions Value Dates given Part 5: Certain Losses 10. All losses from fire, theft, or other casualty within 1 year before filing this case. None Description of the property lost and Amount of payments received for the loss **Dates of loss** Value of property how the loss occurred lost If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property). Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None.

Case 24-11841-LSS Doc 3-1 Filed 08/13/24 Page 6 of 13

Deptor _/	Allhere Education, Inc.	Case num	Del (If Known) 24-1164	F1
	Who was paid or who received the transfer? Address	If not money, describe any property transfer	rred Dates	Total amount o
11.1.	Young Conaway Stargatt & Taylor, LLP 1000 North King Street			
	Wilmington, DE 19801		7/12/2024	\$50,000.00
	Email or website address jmulvihill@ycst.com			
	Who made the payment, if not debt	or?		
List any to a self	ttled trusts of which the debtor is a b payments or transfers of property made settled trust or similar device. nclude transfers already listed on this s	e by the debtor or a person acting on behalf of the d	ebtor within 10 years	before the filing of this case
⊠ No	one.			
Name	e of trust or device	Describe any property transferred	Dates transfers were made	Total amount o
List any 2 years	before the filing of this case to another	nt v sale, trade, or any other means made by the debto person, other than property transferred in the ordina ecurity. Do not include gifts or transfers previously li	ry course of busines	s or financial affairs. Include
⊠ No	one.			
	Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount o
Part 7:	Previous Locations			
	us addresses previous addresses used by the debtor v	within 3 years before filing this case and the dates th	ne addresses were u	sed.
⊠ Do	pes not apply			
	Address		Dates of occu	ıpancy
Part 8:	Health Care Bankruptcies			
	Care bankruptcies			
Is the de	ebtor primarily engaged in offering servi esing or treating injury, deformity, or disc ing any surgical, psychiatric, drug treatn	ease, or		
=	io. Go to Part 9. es. Fill in the information below.			
	Facility name and address	Nature of the business operation, including ty the debtor provides	pe of services	If debtor provides meals and housing, number of patients in
Part 9	Personally Identifiable Information			debtor's care

Case 24-11841-LSS Doc 3-1 Filed 08/13/24 Page 7 of 13

Debtor	AllHere Education, Inc.			Case num	ber (if known) 24-11841	
16. <b>Does</b>	the debtor collect and retain personally	y identifiable informatio	n of customers	s?		
	No. Yes. State the nature of the information c	ollected and retained.				
	AllHere receives PII from scho This student data is subject to debtor's handling of this data	<b>FERPA</b> data privacy				
	Does the debtor have a privacy police ☐ No ☐ Yes	•				
	in 6 years before filing this case, have a t-sharing plan made available by the del			cipants in	any ERISA, 401(k), 403(	b), or other pension o
	No. Go to Part 10. Yes. Does the debtor serve as plan admir	nistrator?				
	<ul><li>No Go to Part 10.</li><li>∑ Yes. Fill in below:</li></ul>					
	Name of plan AllHere Education, Inc. 401(K	) Plan			ployer identification num Plan administrator's 47-4474775; Compa 5500 is: 82-2640577	s EIN is: iny EIN on Form
	Has the plan been terminated? ☐ No ☑ Yes					
Part 10:	Certain Financial Accounts, Safe Dep	osit Boxes, and Storage	e Units			
Withi move Inclu	ed financial accounts n 1 year before filing this case, were any filed, or transferred? de checking, savings, money market, or other transferred in an other financial i	ner financial accounts; ce				
$\boxtimes$	None					
_	Financial Institution name and Address	Last 4 digits of account number	Type of acco	ount or	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
	deposit boxes any safe deposit box or other depository for .	securities, cash, or other	<sup>-</sup> valuables the o	debtor now	has or did have within 1 y	ear before filing this
$\boxtimes$	None					
De	pository institution name and address	Names of anyone access to it Address	with	Descript	tion of the contents	Does debtor still have it?

20. **Off-premises storage**List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

Case 24-11841-LSS Doc 3-1 Filed 08/13/24 Page 8 of 13 Debtor AllHere Education, Inc. Case number (if known) 24-11841 None Names of anyone with Does debtor Facility name and address Description of the contents access to it still have it? Joanna Smith Earth Class Mail Physical Mail is received No 122 E. Houston 300 here. Like a private PO Box X Yes San Antonio, TX 78205 with scanning technology Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own 21. Property held for another List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property. None Part 12: Details About Environment Information For the purpose of Part 12, the following definitions apply: Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium). Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized. Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance. Report all notices, releases, and proceedings known, regardless of when they occurred. 22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders. No. Yes. Provide details below. Case title Court or agency name and Nature of the case Status of case Case number address 23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law? No Yes. Provide details below. Site name and address Governmental unit name and Environmental law, if known Date of notice address 24. Has the debtor notified any governmental unit of any release of hazardous material? Nο Yes. Provide details below. Site name and address Governmental unit name and Environmental law, if known Date of notice address Part 13: Details About the Debtor's Business or Connections to Any Business 25. Other businesses in which the debtor has or has had an interest List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

⊠ None

Case 24-11841-LSS Doc 3-1 Filed 08/13/24 Page 9 of 13

BOIOI AII	mere Education, inc.		ase number (if known) 24-11041	
	·			
Business	name address	Describe the nature of the business	Employer Identification n Do not include Social Security	
			Dates business existed	number of Trite.
26a. List a	cords, and financial statements all accountants and bookkeepers w None	s who maintained the debtor's books and records	s within 2 years before filing this	case.
Name a	nd address			Date of service From-To
26a.1.	Exbo Group Madi Lyford 305 7th Avenue, Suite 190 New York, NY 10001	1		From 2019 through filing date
	·	udited, compiled, or reviewed debtor's books o	f account and records or prepar	ed a financial statement
	None			5.4.6.1
Name a	nd address			Date of service From-To
26b.1.	None			
26c.1.	nd address Madi Lyford		If any books of account an unavailable, explain why We have incomplete rec	
200	Exbo Group 305 7th Avenue		America checking acco service would not provi	unt because customer de access to this
	Suite 1901 New York, NY 10001		account with the signer the former CEO Joanna	
	all financial institutions, creditors, a ment within 2 years before filing th	and other parties, including mercantile and trac nis case.	le agencies, to whom the debto	r issued a financial
<u> </u>	None			
Name a	nd address			
26d.1.	Alumni Ventures Group- A 70 Federal Street 6th Fl	AllHere Trust A		
	Boston, MA 02110			
26d.2.	AT&T Venture Investments Attn: Andrew Gillard	s LLC		
	208 S. Akard St.			
	Suite 3203 Dallas, TX 75202			
26d.3.	Bill Beecher			
26d.4.	Boston Impact Initiative			
	PO BoX 300443 Jamaica Plain, MA 02130			

Case number (if known) 24-11841

Debtor AllHere Education, Inc.

Namo ar	nd address
26d.5.	Chris Whiteley 7839 Gulf Blvd Navarre, FL 32566
26d.6.	Eli Sheldon 1714 30th Ave. Apt. A Seattle, WA 98122
26d.7.	Gratitude Railroad Ventures, LLC 5651 N. Aspenleaf Dr. Park City, UT 84098
26d.8.	Janice Jackson 47 W Polk Street Unite #174 Chicago, IL 60605
26d.9.	Jasmine Smith 4842 SW 159 Ave. Hollywood, FL 33027
26d.10.	Jeff Livingston 301 W. 118th St. Penthouse 1D New York, NY 10026
26d.11.	Joanna Smith 4516 Olde Stream Ct. Raleigh, NC 27612
26d.12.	Juanita Vasquez 1116 Dunad Ave. Opa Locka, FL 33054
26d.13.	New Wave Advisors LLC
26d.14.	Operator Collective Fund, L.P. PO Box 10338 Woodside, CA 94062
26d.15.	Peter Bergman
26d.16.	Potencia Ventures 2nd Fl., Grand Pavilion Comm. Center 802 West Bay Road PO Box 10338 Grand Cayman KY1-1003
26d.17.	ReThink Education III L.P. 707 Westchster Ave. Suite 401 White Plains, NY 10604
26d.18.	ReThink Education II L.P. 707 Westchester Ave. Suite 401 White Plains, NY 10604

tor <b>Alli</b>	Here Education, Inc.	1	Cas	se numb	per (if known) 24-11841	
Name ar	nd address					
26d.19.	ReThink Education	n Seed L.P.				
	707 Westchester A	ve.				
	Suite 401					
	White Plains, NY 10	0604				
26d.20.						
	4641 White Bay Cir					
	Wesley Chapel, FL	33545				
26d.21.	SB Opportunity Fu	nd LLC				
	600 Brickell Ave.					
	Suite 2650 Miami, FL 33131					
	main, i L 33131					
26d.22.	Spero Fund I, LP	<b>"</b>				
	1325 Howard Ave. Burlingame, CA 94					
		010				
26d.23.	Steward Pisecco					
26d.24.	Tethered, LLC					
	253 Shawnut Ave.					
	Suite 2A					
	Boston, MA 02118					
26d.25.	Toby Brzoznowski					
	1035 Martin Pl.					
	Ann Arbor, MI 4810	)4				
26d.26.	AT&T Media Holdin					
	Attn: Andrew Gilla	rd				
	208 S. Akard St. Suite 3203					
	Dallas, TX 75202					
ventorie			cu:	•		
ave any ii	nventories of the debtor	s property been taken within 2 years before	ore filing this cas	se?		
⊠ No						
Yes.	Give the details about t	he two most recent inventories.				
Na	me of the nerson who	supervised the taking of the	Date of invent	torv	The dollar amount and b	asis (cost_market
	entory	cupor riccu ino taking or the	Date of inven	to. y	or other basis) of each in	
ist tha da	htor's officers directo	ors, managing members, general partn	are mamhare i	in contr	ol controlling shareholds	ars or other neonle
		ne of the filing of this case.	ers, members r	iii coiiti	oi, controlling shareholde	is, or other people
Nama		Address		aaitian	and nature of any	0/ of interest
Name		Address		osition iterest	and nature of any	% of interest, i
Toby Ja	ackson	178 E Hanover Ave. 103-133	F	TE - Te	emination 8/2/2024	0
		Cedar Knolls, NJ 07927				
Name		Address	D	neition	and nature of any	% of interest, i
1401116		Audiess		nterest	and nature of any	any
Andrew	Parker	1325 Howard Ave. #923			r - Partner of Spero	12.9
		Burlingame, CA 94010	F	und I,	LP, investor in debtor	
Name		Address	D	neition	and nature of any	% of interest, i
···		Addiooo		nterest	and nature or any	any
Andre E	Bennin	707 Westchester Avenue			Chair - Partner of	27.8
		Suite 401	R	Rethink	Capital, investor in	

debtor

West Harrison, NY 10604

Case 24-11841-LSS Doc 3-1 Filed 08/13/24 Page 12 of 13

AllHere Education, Inc. Debtor Case number (if known) 24-11841 Name Address Position and nature of any % of interest, if interest any 301 W 118th St. Jeff Livingston Durectir 0.5 Penthouse 1D New York, NY 10026 Name Address Position and nature of any % of interest, if interest any Janice Jackson 47 W Polk Street **Director** 0.3 Unite 174 Chicago, IL 60605 29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions? No Yes. Identify below. Address Position and nature of any Period during which Name position or interest interest was held Joanna Smith 4516 Olde Stream Ct Former CEO, Founder, From company Raleigh, NC 27612 Director - owned 27.6% founding until of fully diluted equity June 12th, 2024 30. Payments, distributions, or withdrawals credited or given to insiders Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised? No Yes. Identify below. Name and address of recipient Amount of money or description and value of Reason for Dates providing the value property \$105,000 30.1 Joanna Smith Annualized Salary of \$105,000. Salary. 4516 Olde Stream Ct Wire transfers of \$243,464 (expense See Part II, \$243,464 Expense reimbursement. reimbursement) Raleigh, NC 27612 **Question 4** Relationship to debtor **Former CEO** 30.2 Toby Jackson \$5,860.00 178 E Hanover Ave. 103-133 gross for 40 hours Cedar Knolls, NJ 07927 Annualized Salary of \$305,000 Salary Relationship to debtor CTO Payment for 30.3 consulting

Jeff Livingston

Relationship to debtor **Board Director** 

\$30,000.00

engagement

5/22/2024

Case 24-11841-LSS Doc 3-1 Filed 08/13/24 Page 13 of 13

Deptor	Allhere Education, Inc.	Case i	iumber (if known) 24-1164	ł I
	Name and address of recipient	Amount of money or description and value property	of Dates	Reason for providing the value
30.4	Janice Jackson	\$10,000.00	5/2/2024	Payment for consulting engagement
	Relationship to debtor Board Director			
31. Within	6 years before filing this case, has th	e debtor been a member of any consolidated	group for tax purpose	s?
=	No Yes. Identify below.			
Name	of the parent corporation		Employer Identification corporation	number of the parent
32. Withir	6 years before filing this case, has th	e debtor as an employer been responsible fo	r contributing to a pen	sion fund?
=	No Yes. Identify below.			
Name	of the pension fund		Employer Identification und	number of the pension
Part 14:	Signature and Declaration			
conn		ime. Making a false statement, concealing prop in fines up to \$500,000 or imprisonment for up to		or property by fraud in
	e examined the information in this <i>Staten</i> correct.	nent of Financial Affairs and any attachments an	d have a reasonable bel	ef that the information is true
I dec	are under penalty of perjury that the fore	going is true and correct.		
Executed	on <b>08/13/2024</b>	_		
/s/ Andr	ew Parker	Andrew Parker		
Signature	of individual signing on behalf of the deb	otor Printed name		
Position of	or relationship to debtor Director			
	onal pages to Statement of Financial	Affairs for Non-Individuals Filing for Bankrup	tcy (Official Form 207)	attached?
⊠ No □ Yes				
163				